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TORONTO STOCK EXCHANGE

FILING STATEMENT No. 106.

ACCEPTED FOR FILING, JULY 16th, 1958.

MATACHEWAN CONSOLIDATED MINES LIMITED

Full corporate name of Company
Incorporated under the Companies Act (Ontario) by Letters Patent dated
July 10, 1933; Capital increased by Supplementary Letters Patent Apr. 9, 1935
Particulars of incorporation (e.g., Incorporated under Part IV of The Corporations Act, 1953 (Ontario) by
Letters Patent dated May 1st, 1957)

Reference is made to the previous
Filing Statement of the Company,
No. 51, dated, May 8th, 1958.

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organisation.)

1. Head office address and any other office address.	Suite 1107, 55 Yonge Street, Toronto, Ontario.
2. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	See Schedule "A" - pages 2 and 3. JUL 23 1958
3. Names, addresses and chief occupations for the past five years of officers and directors.	See Schedule "A" - page 2.
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized: 4,000,000 shares, no par value Issued: 3,439,000 shares, no par value
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding or proposed to be issued.	None
6. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	See Schedule "B" - page 3.
7. Details of any treasury shares now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	Reference is hereby made to Schedule "A" (pages 2 and 3) wherein it is stated that, subject to the fulfillment of certain conditions, an option on 175,000 shares (treasury) of the Company will be granted at the exercise price of $27\frac{1}{2}\phi$ per share during a period of six months.
8. Names and addresses of persons having any interest, direct or indirect, in underwritten or optioned shares or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	The Company, Walwyn, Stodgell & Co. Limited and Duncraggan Securities Limited have no knowledge of any person having any interest direct or indirect in the treasury shares of the Company which may be optioned as described in paragraph 7 above, nor of any assignment thereof, present, proposed or contemplated, other than that the said option, if granted, will be granted to John S. Grant in Trust for a client.
9. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	None
10. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings. (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Not applicable.

SCHEDULE 'A'

The following is a statement of the material changes in the affairs of the Company in respect of which the attached statement is filed:

1. Shareholders

Since the acquisition by Walwyn, Stodgell & Co. Limited of the majority of the shares of the Company by purchase from Ventures Limited, the shareholders of the Company have increased and the five largest shareholders of the Company and a break-down of the distribution of the shares is as set forth in Schedule "B" page 3.

2. Directors and Officers

The directors and officers of the Company, together with their addresses and chief occupations for the past five years are as follows:

President and Director	John P. Walwyn 44 King Street West, Toronto, Ontario	Stockbroker, Walwyn, Stodgell & Co. Ltd.
Vice-President and Director	E. R. E. Carter Suite 1107, 55 Yonge St. Toronto, Ontario	Solicitor with Messrs. Fennell, McLean, Seed & Carter to Dec. 31, 1957; Managing Director of Patino of Canada Limited
Director	J. W. Blain, Q.C., 330 University Avenue, Toronto, Ontario	Solicitor with Messrs. McCarthy & McCarthy
Director	John F. Shirriff 42 Old Forest Hill Rd., Toronto, Ontario	Prospector
Treasurer and Director	George C. Andrew Suite 1107, 55 Yonge St. Toronto, Ontario	Secretary, Anglo-Huronian, Limited to Aug. 31, 1956; Treasurer of Patino of Canada Limited
Secretary	George Gutierrez Suite 1107, 55 Yonge St. Toronto, Ontario	Financial adviser to Simon I. Patino, Suc.; Nov. 1957; Secretary, Patino of Canada Limited
Assistant Treasurer	Gustav Ehrlich Suite 1107, 55 Yonge St., Toronto, Ontario	Metallurgical engineer

3. Changes in the Security Holdings of the Company

Approximately \$75,000 of securities held by the Company have been sold. The holdings of the Company, as of July 11th, 1958, are as set forth in Schedule "C". The policy of the Company will be to maintain a substantial part of its liquid assets in short-term loans, bonds and cash.

4. Disposal of Buildings, Plant and Equipment on the Company's property at Matachewan

Under date of June 23rd, 1958, the Company sold by way of agreement to R. J. MacArthur, for the sum of \$65,000, the buildings, plant and equipment of the Company's property at Matachewan, Ontario.

5. Acquisition of Exploratory Licences of Occupation in Lake Erie

The Company acquired in July, 1958, 11 Exploratory Licences of Occupation (granting it the right to explore for natural gas and oil) under Lake Erie in front of the Townships of Danwich, Aldboro, Howard and Oxford, in the County of Elgin, Ontario, being Licences Nos. 12843 to 12853 inclusive, and covering in the aggregate 56,320 acres. The Company has paid to the Department of Mines the sum of \$8,448, being by way of rental. In addition, the Company paid to Mr. Morris Goldenberg, 62 Richmond Street West, Toronto, Ontario, the sum of \$2,048 for making available to the Company the transfers to Licences Nos. 12843 to 12846 inclusive (on the basis of 10¢ per acre for 20,480 acres).

6. Proposed Acquisition of Mining Claims in Daniel Township, Mattagami Lake area, Province of Quebec.

The Company has entered into an agreement dated July 11th, 1958, with John S. Grant, 80 Richmond Street West, Toronto, Ontario, acting in Trust for a client, and George C. Andrew, a director of the Company, who is acting on behalf of Walwyn, Stodgell & Co. Limited and Duncraggan Securities Limited, pursuant to which agreement the Company proposes, subject to the terms therein set forth, to purchase 59 unpatented mining claims in Daniel Township, Mattagami Lake area, Province of Quebec, from the said John S. Grant. The said claims are as described in the attached report of Mr. L. Chamberlin, Consulting Geologist, dated July 15th, 1958.

Mr. L. Chamberlin in his certificate accompanying his said report states "property location and boundaries were taken from information supplied by the Company". The Company has no definite knowledge that the location and boundaries of the said mining claims are as set forth in the said report but assumes that such is the case from the information avail-

SCHEDULE 'C'

MATACHEWAN CONSOLIDATED MINES LIMITED

Market Value of Securities as at July 11th, 1958

Shares	Security	Cost	Market
1,400	Falconbridge Nickel	6.40 \$	8,951.78 26.00 \$
3,500	Probisher	2.47	8,640.22 1.76
2,800	Giant Yellowknife	5.30	14,843.70 6.00
283,320	International Randwick	.075	21,249.00 .075
4,000	La Luz	1.76	7,040.00 3.00
11,000	New Calumet	1.47	16,181.16 .33
1,000	Nipissing	1.58	1,585.36 1.85
50,000	Rainville Mines	.37	18,787.50 .26
500	United Keno Hill	1.75	877.16 3.75
\$75,000	Canada 3-3 1/4 1978	95.375	71,500.00 92.00
	Cash on hand		\$169,655.88
	Accounts Receivable		\$43,105.43
	Net Equity		9,406.58
	Other Holdings		
1,000,000	British Matatchewan		\$ 10,000.00
5,000	Brown McBride		-
25,000	Barnes		17,000.00
170,000	Kalbrook		29,077.80
334,978	Cheney Mines		40,000.00
220,000	Pillars Island		\$ 96,077.80
	Total Book Cost		

MATACHEWAN CONSOLIDATED MINES LIMITED

Balance Sheet as at July 14th, 1958

Current	Assets
Cash in Banks	\$ 43,105.43
Marketable Securities (Value \$181,964)	169,655.88
Accounts Receivable	9,406.58
Deferred	222,169.89
Development Licences	
Other Securities	\$ 10,408.00
Byro Deposit	96,077.80
Deficit Account to date	1,026.25
Fixed	564,401.92
Leases Buildings and Equipment	
Less Depreciation Sales, etc.	\$1,199,876.82
	1,178,613.21
	21,263.55
	\$ 915,437.48

LIABILITIES

Current	Liabilities
Accounts Payable & Accruals	\$ 937.48
Capital	
Authorized - 4,000,000 Shares	
Issued 3,439,000 Shares	914,500.00
	\$ 915,437.48
TCA/mr	
6 Copies	
July 15th, 1958	

"E.R.E. Carter"
"G.C. Andrew"

E.R.E. Carter
G.C. Andrew
Director

FINANCIAL STATEMENTS

MATACHEWAN CONSOLIDATED MINES LIMITED

Statement of Profit and Loss

Period April 1st to July 14th, 1958

Expenses:	
Mine shut-down and maintenance	\$10,016.98
Toronto office administration	4,651.73
Municipal Taxes	5,215.16
	\$ 19,884.17
Revenue:	
Bond Interest and Dividends	1,510.14
Net Loss	\$ 18,374.03
Deficit Account	
Deficit as at March 31st, 1958	\$531,067.35
Loss for Period	18,374.03
Loss on sale of securities	14,960.61
Deficit as at July 14th, 1958	\$564,401.99

Administrative and General Expenses

Period April 1st to July 14th, 1958

Toronto offices	
Executive salaries (April & May)	\$ 1,666.00
Management Fees	1,126.10
Directors' Fees	1,200.00
Bank Charges	100.00
Share Reports	8.10
Filing Fees	21.72
Travelling	119.56
Telegraph and Telephone	309.78
Sundry	31.47
	69.00
	\$ 4,651.73

"E.R.E. Carter"
"G.C. Andrew"

E.R.E. Carter
G.C. Andrew
Director

able to it. However, in the said agreement there is provision prior to the purchase of the mining claims for the Company to inspect the location and the staking of the said mining claims and the Company is proceeding to do this. Only after such inspection has been completed will the Company be able to state definitely the actual location of the said mining claims. The accuracy of any statement herein or in the said report as to the location and the boundaries of the said mining claims must be deemed to be subject to verification on the inspection referred to above.

Under the said agreement the Company will receive a 100% interest in the mining claims subject to -

- (a) the payment of the following consideration -
 - (i) the payment by the Company of the sum of \$35,000 to the said John S. Grant;
 - (ii) the assignment and delivery to Grant, or his nominee, by the said George C. Andrew, acting on behalf of Walwyn, Stodgell & Co. Limited and Duncraggan Securities Limited, the majority shareholders of the Company, certificates representing 150,000 free shares in the capital stock of the Company;
 - (iii) the granting by the Company to Grant of his nominee of an exclusive and irrevocable call on 175,000 free shares in the capital stock of the Company at a price of $27\frac{1}{2}$ ¢ per share exercisable during a period of six months from the closing date hereinafter referred to.
- (b) the fulfillment of the following conditions -
 - (i) the Company being satisfied that the said mining claims have been located substantially as represented in the said agreement and have been staked and recorded in compliance with the Quebec Mining Act;
 - (ii) delivery by the said John S. Grant to the Company of miner's certificates and executed transfers in blank for the said mining claims, sufficient for recording upon completion as to transferee, and the Company being satisfied that the title of the said John S. Grant to the mining claims is good and marketable and the said mining claims being recorded with the Department of Mines, Province of Quebec, in the name of the Company;
 - (iii) the acceptance for filing by the Toronto Stock Exchange under By-law 49 of this filing statement.

The closing date is defined in the agreement as any time within forty-eight hours of the performance of all of the aforesaid conditions. On the closing date the said consideration referred to above will be paid, delivered or satisfied as the case may be.

The Company covenanted with the said John S. Grant to arrange forthwith for inspection of location and staking of the said mining claims and to complete same on or before July 21st, 1958, to prepare and file this filing statement with all due despatch and to forward transfers for recording as soon as possible after delivery.

SCHEDULE 'B'

Walwyn, Stodgell & Co. Ltd. 14 King Street West, Toronto, Ontario	1,946,828 #
Gee & Co., c/o The Canadian Bank of Commerce 25 King Street West, Toronto 1, Ontario. (Beneficially owned by Duncraggan Securities Limited)	586,200
Goodwin, Harris & Company Limited 347 Bay Street, Toronto 1, Ontario	140,500
Iake & Co., c/o Bank of Montreal, King and Bay Streets, Toronto 1, Ontario (Beneficially owned by Duncraggan Securities Limited)	70,276
British Matachewan Gold Mines Ltd., 229 Yonge Street, Suite 418, Toronto, Ontario	59,609

Approximately 785,000 of the shares registered in the name of Walwyn Stodgell & Co. Ltd. are beneficially owned by J.P. Walwyn, S.J. Stodgell, J.C. Stodgell, John F. Sherriff and Walwyn Stodgell & Co. Ltd; approximately 60,000 of the shares are beneficially owned by Duncraggan Securities Limited.

GEOLOGIST'S REPORT

Note - The following is an excerpt from a Report by Llewellyn Chamberlin, Consulting Engineer and Geologist, dated July 15th, 1958, on the property located in Daniel Township, Mattagami area, Quebec. A complete copy of the Report is on file with the Toronto Stock Exchange.

LOCATION:

The property is located in Daniel Township approximately 85 miles north of the town of Amos on the Canadian National Railway.

The No. 1 Group of nineteen claims lies northwest of the property of O'Brien Gold Mines Limited. The east boundary of the group ties on to the property of Trinity Chibougamau Mines Limited, and the north boundary ties on to the property of Central Porcupine Mines Limited. The southeast corner of the group lies approximately two miles northwest of the copper bearing sulphide zone recently encountered in diamond drilling on the New Hosco Mines Limited property.

The No. 2 Group ties on west of the No. 1 group, and extends to the west for a distance of about one and one-quarter miles and south for about the same distance.

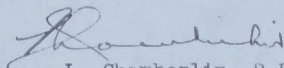
CONCLUSIONS:

Geological conditions on the property are considered favourable for the occurrence of sulphide bodies containing copper and zinc of economic value. The aeromagnetic anomaly offers additional indications of the possible presence of such bodies. We are, therefore, of the opinion that a thorough program of exploration is warranted on the groups. In carrying out such a program we submit the following recommendations:

1. That an electromagnetic survey be carried out over the entire property. This may be supplemented by a ground magnetometer survey at selected locations if considered desirable to further outline areas of interest.
2. That the property be thoroughly prospected and geologically mapped, using the geophysical cross-section picket lines as tie in points.
3. That any favourable indications of the possible presence of sulphides be further tested by diamond drilling.

All of which is respectfully submitted.


Toronto,
July 15th, 1958


L. Chamberlin, P.Eng.,
Consulting Geologist

CERTIFICATE

I, Llewellyn Chamberlin, Suite 1204, 67 Yonge Street, Toronto, Ontario, hereby certify:

1. That I reside at 630 Vesta Drive, Toronto, Ontario.
2. That I am a graduate of Queen's University, B.Sc., (Geology), and a member of the Association of Professional Engineers of the Province of Ontario and the Corporation of Professional Engineers of the Province of Quebec. I have practiced my profession for 35 years.
3. That I have no direct or indirect interest whatsoever in the properties or securities of Matachewan Consolidated Mines Limited nor do I expect to obtain any such interests.
4. That the information contained in the accompanying report was obtained from Geological and Geophysical maps of the area as set forth in the body of the report. Also from the writer's general knowledge gained during exploration and examination of other properties along this same belt of rocks. Property location and boundaries were taken from information supplied by the Company.


L. Chamberlin, P.Eng.
Consulting Engineer and Geologist

L. CHAMBERLIN

11. Brief statement of company's chief development work during past year.	During the past year the Company carried out no development work on its properties. The Company's property in Matachewan, Ontario, which is referred to in Schedule "A" pages 2 and 3 was closed down in 1953.
12. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company's future development plans are to explore, as recommended by its consultants, the Licences of Occupation in Lake Erie, Ontario, owned by the Company and referred to in Schedule "A" hereto and if the mining claims located in the Mattagami Area of Quebec referred to in Schedule "A" are acquired by the Company, to explore the same as recommended by its consultants.
13. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	Reference is hereby made to the balance Sheet of the Company as of July 14th, 1958, which is attached hereto as Schedule "C". - page 4.
14. Brief statement of any lawsuits pending or in process against company or its properties.	None
15. Names and addresses of persons whose shareholdings are large enough to materially affect control of the company.	Walwyn, Stodgell & Co. Limited, 44 King Street, West, Toronto. Duncraggan Securities Limited, Suite 1107, 55 Yonge Street, Toronto. A wholly owned subsidiary of Patino of Canada, Limited.
16. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	No
17. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Reference is hereby made to Schedule "A" wherein is set out the vendor of the property intended to be purchased by the Company, together with the consideration to be paid.
18. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	The Company, Walwyn, Stodgell & Co. Ltd. and Duncraggan Securities Limited have no knowledge of any person other than the said John S. Grant referred to in Schedule "A" who will receive a greater than 5% interest in the shares or other consideration to be received by the said John S. Grant in Trust for a client, as described in Schedule "A".
19. Statement of any other material facts and if none, so state.	There are no other material facts.

CERTIFICATE OF THE COMPANY

DATED July 15, 1958

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 2 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"E.R.E. Carter"

"G.C. Andrew"

CORPORATE
SEAL

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 2 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)